

PROFFERS

PCA 92-V-032-2

June 27, 2001

Pursuant to Section 15.2-2303(A), *Code of Virginia*, 1950 as amended, HUNTINGTON STATION LLC, LCOR/JV ACQUISITION L.L.C. and the owners (hereinafter collectively referred to as the "Applicant") for themselves, successors and assigns, in PCA 92-V-032-2 (the "Application"), filed for property identified as Tax Map 83-1 ((1)) 53A ("Parcel 53A") and Tax Map 83-1 ((1)) 53B ("Parcel 53B") hereby reaffirm the Statement of Proffered Development Conditions, Starr Management Corporation, PCA 92-V-032, Dated March 21, 1997, amended as follows, and as they pertain to Parcel 53A only; Parcel 53B being subject to proffers associated with RZ 2001-MV-006 to be approved concurrent with this Application.

I. GENERAL [Revised as shown]

1. Parcel 53A shall be developed in substantial conformance with the Generalized Development Plan prepared by Rinker-Detwiler & Associates, P.C. dated January 28, 1993 (the "GDP"). Minor modifications may be permitted in accordance with Section 18-204 of the Zoning Ordinance.
2. [No change]
3. [No change]
4. [Revised as shown]. The total floor area ratio (FAR) on Parcel 53A shall not exceed 0.9243. The maximum gross floor area shall be 138,000 square feet on Parcel 53A.
5. [Revised as shown]. The height of the building on Parcel 53A shall not exceed 90 feet. The maximum height of the roof-top mechanical structures will be 16 feet 8 inches. While the GDP shows the parking structure on Parcel 53A to have a height above finished grade of 51.0 feet, the Applicant reserves the right, in its sole discretion, to provide for a parking structure with a height of 60.5 feet.

II. TRANSPORTATION [No change]

III. ENVIRONMENTAL [Revised as shown]

1. [Deleted]
2. [No change]

3. [No change]

4. [No change]

IV. OTHER [No change]

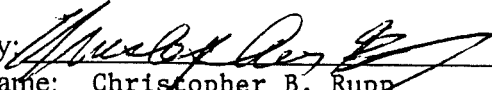
V. TEMPORARY COMMERCIAL OFF-STREET PARKING FACILITY [Revised as Shown]. For so long as Starr Management Corporation and/or its affiliates owns Parcel 53A, the Applicant and Owners reserve the right to continue the use of Parcel 53A as commercial off-street parking in a Metro Station Area as a temporary use pursuant to Special Exception 96-V-045, as amended, and subject to all of the approved development conditions attached thereto. Upon the earlier of the sale of Parcel 53A by Starr Management Corporation and/or its affiliates or upon expiration of Special Exception 96-V-045 by its terms on November 20, 2003, the Applicant and Owners agree that Special Exception 96-V-045, as amended, shall be void and of no further force and effect on Parcel 53A. Vehicles entering the interim parking facility between the hours of 5:30 a.m. and 9:30 a.m., Monday through Friday, except holidays, shall be charged the same parking rates as the Huntington Metrorail Garage. If, in the future, the Huntington Metrorail Garage charges a monthly parking rate, the Applicant shall charge the same parking rates as the Huntington Metrorail Garage.

VI. COUNTERPARTS. These proffers may be executed in one or more counterparts, each of which when so executed and delivered shall be deemed an original document and all of which taken together shall constitute but one and the same instrument.

(SIGNATURES BEGIN ON NEXT PAGE)

CO-APPLICANT/CONTRACT PURCHASER
OF TAX MAP 83-1 ((1)) 53B

HUNTINGTON STATION LLC

By: 
Name: Christopher B. Rupp
Its: Co-Managing Member

(SIGNATURES CONTINUE ON NEXT PAGE)

CO-APPLICANT/CONTRACT PURCHASER
OF TAX MAP 83-1 ((1)) 53A

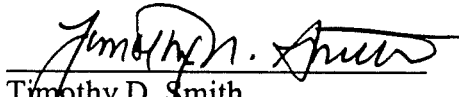
LCOR/JV ACQUISITION L.L.C

By: LCOR Operating Company, LLC
Its: Managing Member

By: LCOR Public/Private LLC
Its: Managing Member

By: LCOR Holdings LLC
Its: Managing Member

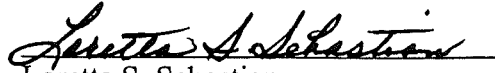
By: LCOR Incorporated
Its: Member


Timothy D. Smith
Senior Vice President

(SIGNATURES CONTINUE ON NEXT PAGE)

TITLE OWNER OF TAX MAP 83-1 ((1)) 53A & 53B

STARR MANAGEMENT CORPORATION

A handwritten signature in cursive script, appearing to read "Loretta S. Sebastian", written over a horizontal line.

Loretta S. Sebastian

Vice President

(SIGNATURES END)

